

ITEL

RECORDATION NO. 15483-C FILE 1400

IteI Rail Corporation

October 28, 1988

NOV 1 1988 11 15 AM

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

INTERSTATE COMMERCE COMMISSION

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: Amendment No. 3 to the Lease Agreement dated as of
December 16, 1987, between IteI Rail Corporation and
Canadian National Railway Company

Dear Ms. McGee:

On behalf of IteI Rail Corporation, the above instrument, in
three (3) counterparts, is hereby submitted for filing and
recording pursuant to 49 U.S.C. Section 11303(a), along with the
\$13 recordation fee.

Please record this Amendment under the Lease Agreement dated as
of December 16, 1987, between IteI Rail Corporation and Canadian
National Railway Company, which was filed with the ICC on
January 26, 1988, under Recordation No. 15483.

The parties to the aforementioned instrument are listed below:

IteI Rail Corporation (Lessor)
55 Francisco Street
San Francisco, California 94133

Canadian National Railway Company (Lessee)
935 de LaGauchetiere St. W.
Montreal, Quebec
Canada H3B 2M9

This Amendment replaces car number CN 416231 with CN 416250.

Please return to the undersigned the stamped counterparts not
required for filing purposes, together with the ICC fee receipt
and acknowledgment letter.

Very truly yours,

Patricia Schumacker
Patricia Schumacker
Legal Department

THIS INSTRUMENT IS SUBJECT TO A SECURITY INTEREST IN
FAVOR OF HELLER FINANCIAL, INC. UNDER THE HELLER
FINANCIAL, INC. LOAN AND SECURITY AGREEMENT WITH ITEL
RAIL CORPORATION DATED AS OF SEPTEMBER 30, 1986.

ITEL

October 3, 1988

Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

Mr. Paul J. Foliot
Vice President-Purchases and Materials
Canadian National Railway Company
PO Box 8100
Montreal PQ H3C 3N4 Canada

RECORDATION NO. 15483-C
FIVE EEN

NOV 1 1988 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

RE: The Lease Agreement, as amended, dated as of December 16,
1987, ("Agreement") between Itel Rail Corporation ("Lessor")
and Canadian National Railway Company ("Lessee")

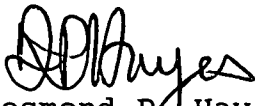
Dear Mr. Foliot:

Please accept this letter as an amendment ("Amendment No. 3") to
the Agreement wherein the parties agree as follows:

1. Car number "416231" is hereby deleted from the Agreement in
its entirety.
2. Car number "416250" is hereby replaced by Car number "416251."
3. All other terms and provisions of the Agreement shall remain
in full force and effect.

Please indicate your concurrence to the above by signing and having
notarized each original of this Amendment No. 3 and returning six
originals to me.

Sincerely,



Desmond P. Hayes
President

DPH/svf

CONCURRENCE BY;
CANADIAN NATIONAL RAILWAY COMPANY:

By: Paul J. Foliot

Title: Vice-President

Date: 17 October 1988

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 3rd day of October, 1988, before me personally appeared Desmond P. Hayes, to me personally known who, being by me duly sworn, says that he is the President of ITEL Rail Corporation that the seal affixed to the foregoing Amendment No. 3 is the seal of said organization, that said instrument was signed and sealed on behalf of said organization by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said organization.

Sharon L. Van Fossan
Notary Public



MY COMMISSION EXPIRES)
July 10, 1989) ss:
PROVINCE OF QUEBEC)
DISTRICT OF MONTREAL)

On this 17th day of October, 1988, before me personally appeared Paul J. Foliot, to me personally known who, being by me duly sworn, says that he is the Vice President of Canadian National Railway Company, that the seal affixed to the foregoing Amendment No. 3 is the seal of said organization, that said instrument was signed and sealed on behalf of said organization by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said organization.

L. Burton
Commission for Oaths
Province of Quebec

L. BURTON
Commissioner for Oaths
Commissaire à l'Assermentation
District-Montreal
Expires July 10, 1989.